

# Bit Market Services

Informazione Regolamentata n. 1597-46-2015	Data/Ora Ricezione 12 Novembre 2015 19:00:22	MTA
--	--	-----

Societa' : CERVED INFORMATION SOLUTIONS

Identificativo : 65630

Informazione  
Regolamentata

Nome utilizzatore : CERVEDN04 - Sartor

Tipologia : IRED 02; AVVI 16

Data/Ora Ricezione : 12 Novembre 2015 19:00:22

Data/Ora Inizio : 12 Novembre 2015 19:15:23

Diffusione presunta

Oggetto : Notice of Summons – Ordinary and  
Extraordinary Shareholders' Meeting 2015  
– December 14, 2015

*Testo del comunicato*

Vedi allegato.



**Cerved Information Solutions S.p.A.**

Registered office Milano, Via San Vigilio , no. 1, 20142

Share Capital Euro 50,450,000.00 fully paid up

Registration number on the Milan Company Register, fiscal code and VAT no. 08587760961 - REA no. 2035639

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE**

Persons entitled to vote at the Shareholders' Meeting of Cerved Information Solutions S.p.A. (the "**Company**") are hereby called to a combined ordinary and extraordinary shareholders' meeting on **14 December 2015 at 17.30**, at the Company's registered office in **Milan, Via San Vigilio no. 1**, to discuss and pass resolutions on the following

**AGENDA**

**Ordinary Part**

1. 2019-2021 Incentive Plan pertaining to the ordinary shares of Cerved Information Solutions S.p.A. and known as the "*Performance Share Plan 2019-2021*" for the *management* and executives of the Company and the Companies controlled by it pursuant to art. 93 of Legislative Decree no. 58/1998. Inherent and contingent resolutions;
2. Appointment of a Director. Inherent and contingent resolutions.

**Extraordinary Part**

1. Proposal of amendment to Article 5 of the current Articles of Association. Inherent and contingent resolutions;
2. Proposal to authorise the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, for a period of five years commencing on the resolution date, to increase the share capital, without payment, in one or more issues each with one or more *tranches*, pursuant to art. 2349 of the Italian Civil Code, up to a maximum of euro 756,750.00 to be allocated in its entirety to the share capital account for issue to the beneficiaries of the Incentive Plan pertaining to the ordinary shares of Cerved Information Solutions S.p.A. and known as the "*Performance Share Plan 2019-2021*"; and the ensuing amendment to Article 5 of the current Articles of Association. Inherent and contingent resolutions;
3. Proposal to authorise the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, for a period of thirty months commencing on the resolution date, to increase the share capital, with payment, in one or more issues each with one or more *tranches*, without option rights pursuant to art. 2441, para. 4, line 2 of the Italian Civil Code; and the ensuing amendment to Article 5 of the current Articles of Association. Inherent and contingent resolutions;
4. Amendment to Articles 13 and 14.1 of the current Articles of Association. Inherent and contingent resolutions.

**SHARE CAPITAL AND VOTING SHARES**

The fully paid up share capital of Cerved Information Solutions S.p.A., is equal to euro 50,450,000.00, divided into 195,000,000 ordinary shares with no nominal value. Each ordinary share confers the right to cast one vote at the Company's ordinary and extraordinary Shareholders' Meetings. As at the date of this notice, the Company does not own any treasury shares.



## **ENTITLEMENT TO PARTICIPATE IN THE SHAREHOLDERS' MEETING AND EXERCISE THE RIGHT TO VOTE**

Entitlement to participate in the Shareholders' Meeting and exercise the right to vote is established by notifying the Company via an appointed intermediary, and is based on the evidence included in the books of account relating to the end of the seventh market trading day preceding the date of the Shareholders' Meeting, i.e. **3 December 2015** (*record date*). Any credits or debits entered into the books following the record date will not be considered in establishing entitlement to participate in the Shareholders' Meeting and exercise the right to vote. As a result, any person who becomes a holder of Company shares subsequent to that date shall not be entitled to participate in or vote at the Shareholders' Meeting.

The intermediary's notification must reach the Company by the end of the third market trading day preceding the date of the Shareholders' Meeting, i.e. **by 9 December 2015**. Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above deadline of 9 December 2015, but before the start of the Meeting.

Participation in the Shareholders' Meeting is regulated by law, by the Articles of Association and by the Shareholders' Meeting Regulation, which are available in the *Governance* section of the Company's internet site <http://company.cerved.com>.

## **VOTING BY PROXY**

Holders of voting rights may be represented through written proxy or by compiling an electronic form with an electronic signature pursuant to art. 21, para. 2, of Legislative Decree no. 82/2005 and current provisions of the Law, and the proxy form to be signed is available in a printable version in the *Governance* section of the Company's internet site <http://company.cerved.com>. If, for technical reasons, the forms cannot be made available electronically they will be transmitted following simple request to the following telephone number +39 02/7754395.

The proxies can be notified to the Company along with a copy of the identity document of the person granting the proxy, transmitted by registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142 Milano, e-mail [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it).

This prior notification does not exempt proxy holders, when registering for admission to the Shareholders' Meeting, from the requirement under his/her responsibility, to declare that the proxy is a true copy of the original and state the identity of the proxy issuer.

The proxy holder must keep the original copy of the proxy and record any voting instructions received for one year following the end of the Shareholders' Meeting.

No provisions are made for voting by post or via electronic media. The Company has not appointed a representative to whom the Shareholders may send proxy voting instructions on all or some of the proposals included in the Shareholders' Meeting agenda.

## **RIGHT TO REQUEST ADDITIONS TO THE SHAREHOLDERS' MEETING AGENDA AND PRESENT NEW PROPOSALS**

Shareholders severally or jointly representing at least one-fortieth (2.5%) of the ordinary share capital may request, within ten days of the publication of this notice, additions to the list of items on the agenda, specifying the additional items proposed in their request, or submit proposed resolutions on matters already on the agenda. Requests must be made in writing and must reach the Company within the above deadline by registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142 Milano, e-mail [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it). Again within the above deadline, the Company must also receive specific notification from the appointed intermediary pursuant to laws in force, certifying the ownership of the stake in the share capital in order to be entitled to exercise the right to request additions to the Shareholders' Meeting agenda and present new proposals. In observance of this time limit and these procedures, shareholders requesting additions are required to present a report to the Board of Directors setting forth the reasons for the proposed resolution on the new matters the shareholder intends to propose for discussion or



the reasons for the proposed resolutions on the matters already on the agenda. Shareholders may individually submit proposed resolutions in the Shareholders' Meeting.

Notice of additions to the agenda or the submission of additional proposed resolutions on items already on the agenda shall be given in the same manner prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. At the same time as the publication of the notice of additions or proposals, the reports prepared by the requesting shareholders and any comments on them by the Board of Directors shall be made public in the same manner as provided for the Shareholders' Meeting documentation.

By law, additional items are not permitted for Shareholders' Meeting topics proposed by the Board of Directors or based on a plan or report prepared by such Board, other than those pursuant to Article 125-ter para. 1 of Legislative Decree no. 58 of 24 February 1998.

#### **RIGHT TO ASK QUESTIONS ON AGENDA ITEMS**

Those entitled to vote may ask questions concerning items on the agenda even prior to the Shareholders' Meeting, and in any case before **11 December 2015**, by sending a registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142 Milan; e-mail, [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it). Again within the above deadline, the Company must also receive specific notification from the appointed intermediary pursuant to laws in force, certifying entitlement to exercise the right.

For questions received before the Shareholders' Meeting, a reply will be given before or during the meeting. Replies made available in printed form to each holder of voting rights at the beginning of the Shareholders' Meeting shall be deemed to have been given during the meeting.

The Company has the right to provide a single response to questions with the same content.

#### **DOCUMENTATION**

The documentation relating to the Shareholder's Meeting, including reports by the Board of Directors and proposals on the agenda items, will be made available to the public pursuant to the provisions of the law: at the registered office, in the Shareholders' Meeting area of the *Governance* section of the Company's internet site <http://company.cerved.com>, and on the internet site of the centralised storage mechanism managed by Bit Market Services S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com))

This notice shall be published in accordance with the provision of art. 125-*bis* of Legislative Decree no. 58 of 24 February 1998, art. 84 of Consob Regulation no. 11971/1999, and art. 8.3 of the Articles of Association on the Company's internet site <http://company.cerved.com>, in the Shareholders' Meeting area of the *Governance* section, and on the internet site of the centralised storage mechanism managed by Bit Market Services ([www.emarketstorage.com](http://www.emarketstorage.com)) and in abstract form in the Milano Finanza daily newspaper.

Milan, 12 November 2015

For the Board of Directors

The Chairman  
(Fabio Cerchiai)

Fine Comunicato n.1597-46

Numero di Pagine: 5